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2 PAUL R. LYND, Bar No. 202764  
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5 650 California Street, 20th Floor  
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9 Attorneys for Defendant  
10 USPROTECT CORPORATION

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

SUSAN SWANSON, SHANE MCGUIRE,  
and CLAUDIA MCGUIRE, individually  
and on behalf of all others similarly  
situated,

Plaintiffs,

v.

USPROTECT CORPORATION, a  
Maryland corporation formerly known as  
HOLIDAY INTERNATIONAL  
SECURITY, INC., and DOES 1 to 25,

Defendants.

Case No. C05-00602 JF

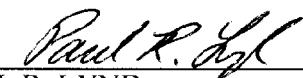
**DEFENDANT USPROTECT  
CORPORATION'S OFFER OF  
JUDGMENT TO PLAINTIFF SHANE  
MCGUIRE**

[FRCP, Rule 68]

1 TO PLAINTIFF SHANE MCGUIRE AND HIS COUNSEL OF RECORD:

2 Defendant USProtect Corporation ("USProtect") hereby offers to allow entry of  
3 judgment pursuant to Rule 68 of the Federal Rules of Civil Procedure as follows: Judgment in favor  
4 of Plaintiff Shane McGuire against USProtect in the sum of fifteen thousand dollars (\$15,000.00),  
5 which sum shall include all costs and attorney's fees otherwise recoverable in this action.

6 Dated: March 31, 2006

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PAUL R. LYND  
LITTLER MENDELSON  
A Professional Corporation  
Attorneys for Defendant  
USPROTECT CORPORATION

12 Firmwide:80955787.1 044829.1009

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14 IT IS SO ORDERED. 4/27/06

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19 JUDGE JEREMY FOGEL, US DISTRICT COURT  
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2 PAUL R. LYND, Bar No. 202764  
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9  
10 Attorneys for Defendant  
11 USPROTECT CORPORATION  
12  
13

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15 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
16  
17 COUNTY OF SANTA CLARA

18  
19 SUSAN SWANSON, SHANE MCGUIRE,  
20 and CLAUDIA MCGUIRE, individually  
21 and on behalf of all others similarly  
22 situated,  
23

24 Case No. 1-04-CV-025190

25 PROOF OF SERVICE BY MAIL

26 Plaintiffs,

27 v.

28 USPROTECT CORPORATION, a  
1 Maryland corporation formerly known as  
2 HOLIDAY INTERNATIONAL  
3 SECURITY, INC., and DOES 1 TO 25,

4 Defendants.

5  
6 I am employed in San Francisco County, California. I am over the age of eighteen  
7 years and not a party to the within-entitled action. My business address is 650 California Street,  
8 20th Floor, San Francisco, California 94108-2693. I am readily familiar with this firm's practice for  
9 collection and processing of correspondence for mailing with the United States Postal Service. On  
10 March 31, 2006, I placed with this firm at the above address for deposit with the United States Postal  
11 Service a true and correct copy of the within document(s):

12  
13 DEFENDANT USPROTECT CORPORATION'S OFFER OF  
14 JUDGMENT TO PLAINTIFF SHANE MCGUIRE [FRCP, RULE  
15 68]  
16

17  
18 DEFENDANT USPROTECT CORPORATION'S OFFER OF  
19 JUDGMENT TO PLAINTIFF SUSAN SWANSON [FRCP, RULE  
20 68]  
21  
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1  
2 **DEFENDANT USPROTECT CORPORATION'S OFFER OF**  
3 **JUDGMENT TO PLAINTIFF CLAUDIA MCGUIRE [FRCP,**  
4 **RULE 68]**

5  
6 **AFFIDAVIT OF JAMES D. BREEN IN SUPPORT OF**  
7 **DEFENDANT USPROTECT CORPORATION'S POSITION IN**  
8 **SETTLEMENT DISCUSSIONS [CONFIDENTIAL—FOR**  
9 **SETTLEMENT PURPOSES ONLY]**

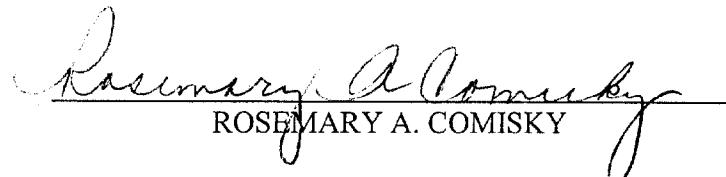
10 in a sealed envelope, postage fully paid, addressed as follows:

11  
12 Michael Millen, Esq.  
13 119 Calle Marguerita #100  
14 Los Gatos, CA 95032

15 Following ordinary business practices, the envelope was sealed and placed for  
16 collection and mailing on this date, and would, in the ordinary course of business, be deposited with  
17 the United States Postal Service on this date.

18 I declare under penalty of perjury under the laws of the State of California that the  
19 above is true and correct.

20 Executed on March 31, 2006, at San Francisco, California.

21   
22 ROSEMARY A. COMISKY

23 San\_Francisco:31309585.1 044829.1009

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29 PROOF OF SERVICE